



Board of Directors Meeting

Date: October 9, 2023

Time: 6pm

Time	Topic	Information/ Action	Presenter
6:00pm	General Business Introductions Agenda Review Review Tasks from September Meeting Review and Accept September Meeting Minutes Member Comments (2 minute limit)	Information Information Information Action Information	Manny Manny Lizz All Manny
	General Manager Update GM Update	Information	Brian M.
	Committee Updates Member Engagement Committee GM Search Committee Election Committee Report	Information Information Action	Alex / Felicia Manny Laura Kerr
	Action Items Seat New Board Members Elect Board Officers Board Meeting Schedule Columinate Contract Draft Ends Policy Board Office Hours	Action Action Action Action Action Action	Manny Manny Manny Manny Barbara / Delfina Manny
	Discussion Items Director Orientation November Retreat	Information Information	Barbara Barbara
8:00pm	Closings Announcements Review Board Calendar Review Tasks & Assignments Check-in: How the meeting went	Information Information Information Information	All Admin All All

September Meeting Minutes p.2

2023 Election Results p.6

Columinate Contract p.11

Draft Ends Policy p.14

Board Office Hours p.15

Board Calendar p.16



Board of Directors Meeting Unapproved Minutes

Date: September 11, 2023

Convened: 6:05pm Adjourned to Closed Session: 7:35pm

Directors Present: Manny Leon, Barbara Mendenhall, Brian Pimentel, Arnold Sowell, Alexandria Jang, Prasanna Regmi, Delfina Vargas, Felicia Thomas-Hill, Jeneba Lahai

Director(s) Absent:

Staff Present: Brian Munn (IM GM/Store Director), Tyler Burch (HR Director), Angela Borowski (Finance Controller), Nova Weatherwax (Merchandising Director)

Members and Guests Present: Two members were present, others attending via ZOOM

Notetaker: Elizabeth Ortiz Meeting Facilitator: Manny Meeting Chair: Manny

PRELIMINARIES

Introductions took place.

Agenda Review:

Motion to approve September agenda - Barbara

Second - Brian P.

Agenda approved

Tasks from previous meeting reviewed

Tasks reviewed

Approve Minutes of Prior Meeting:

Motion to approve August meeting minutes - Brian P.

Second - Prasanna

Delfina would like to clarify the way the minutes are written in the section "Board Self Monitoring - Process Change" as it should only pertain to the C and D policies rather than all of the Governance Policies.

6 in favor/0 opposed/1 abstain

Minutes approved

Member Comments:

Member commented online, "noticing increasing numbers of packaged processed products on more and more shelves, please clarify how this is consistent with the co-op's stated position supporting sustainability."

Brian M. stated that Nova (Merchandising Director) will be reaching out to the member and states that we are working on sustainability procedures like our compostable bags, using glass rather than plastic in our juice program. The Co-op has not reduced bulk products. Nova will be reaching out with more information soon.

Another Member stated, on our website it isn't shown that the annual meeting is taking place before the 50th Anniversary party. Brian M. states that he has talked to the Marketing department to make sure that it has been on the website, and in the newsletter.

Another member clarified that the 'Meet the Candidates via Zoom' is occurring online and that they have to register to participate.

A member wrote in the comment section, "is it possible for membership to have input on design change at the store." Brian M. stated that we have comment cards at the CSD for suggestions that will go to upper management. Manny added that we do have annual surveys that they can use to add in comments.

Member commented in the chat, "Will members be able to contact board candidates directly to explore more fully their background and philosophy?". Manny answered by stating that there is the "Meet the Candidates via Zoom" coming up but candidates contact information is private unless they wish to add it to the website.

GM Update:

Election season is here and we had 7645 ballots that got sent out.

Last month was Member Month, we gained 146 new member joins compared to 120 new member joins last year in August. Great job to staff and the team for informing guests about our membership.

50th anniversary, please email Lizz when you would like to be at the table to engage with the members.

Bagels at the Co-op! There was a soft launch last week and it went very well. This week we are beginning to promote them now that everything is set in stone and rolling out.

Looking at the landscaping in the front of the store, we are meeting with a couple of landscapers to try to brighten up the parking lot. Will provide an update once there is some movement on this project.

Meeting with NCG on Wednesday to go over the IT audit and will provide an update.

The Co-op chose a Financial Director but the offer was declined so the position is still open and they will be looking at more candidates.

Brian will be out of the Co-op from the Sept 19th-22nd and then another meeting with PCC Oct 4th-6th.

B7, B8 and B9

Prasanna wanted to clarify on B7.9 - to confirm that Lizz is the point of contact but Tyler is in charge of the business if Brian M is unavailable.

Motion to accept B7, B8, and B9 as presented in the packet - Alex

Second - Barbara

Motion approved

Committee Updates

Member Engagement Committee

Alex stated that there wasn't an update but to remember that Wednesday is the Meet the Candidates event.

General Manager Search Committee

They are in the process of interviewing candidates, the Board has approved a target date of 90 days to get the position filled. Manny states they are in range to hit that goal. They have considered 12 candidates. 8 of those candidates moved forward to interviews. The goal is to choose three candidates to bring to the Board by the end of the month.

Manny states that the candidates that have made it through so far are in the ballpark of what the job description entails.

Discussion Items

Board Office Hours

Manny states that this has come up multiple times by numerous Board members. Office hours are meant to set up a time where Board members would have office hours in the store to be able to hear from our members.

Arnie states that he is for the idea.

Alex would like it to be known that this would be voluntary.

Manny states that there are some logistics that need to be planned out about how, when and where this could take place. The Executive committee will talk about this before the next Board meeting to have a plan.

Delfina mentioned that she would prefer it if it was two people at the table rather than just one.

Manny asks Board members to email him ideas and suggestions. This will be agendaized in the next Board meeting.

Board Officer Interest

Barbara states that she would like to remind everyone that the Board will be selecting new officers in the October meeting.

This includes a lot of work; setting agendas, Board retreats, among other duties. Officer duties can be delegated but the officer is still responsible for them.

Manny adds that committee chairs are also up as well.

Barbara says to feel free to reach out to other Board members to chair committees together.

Delfina states that it would be helpful if people stated before the October meeting if they are interested in a Board officer position.

Action Items

General Manager Monitoring Report - B3.9

This is in regards to the communication plan, rather the language was meant to be "to the Board" or "for the Board". The policy committee's intent was that it be a communication plan for the Board if something were to happen and the Board may need to take action.

Manny states that another topic that came up in the last Board meeting was the placement of the policy. Since the General Manager is reviewed on the B policies, he thinks that this policy should be placed somewhere not tied to the General Managers performance.

Barbara states the policy is to ensure the General Manager has a crisis communication plan that includes communication protocols for the Board.

Manny states Hether suggested moving the policy into the B8 - Board Support.

Motion to move the relevant language in the current policy B3.9 to the B8 policy, Board Logistical Support - Brian P. Second - Barbara

Amendment to the motion by adding that the policy be sent to the policy committee to offer language and placement in the B8 by the next Board meeting - Barbara

Prasanna added that the policy committee back in July, was supposed to be just to make technical language changes and not an addition to any of the policies.

Manny echoed the same comments.

Barbara states that she can compare the Columinate template to the changes made in the July revisions and note any that revise the Policies beyond clarification of current practice.

8 in favor/0 opposed/1 abstain/ absent

Motion Approved

Board Stipend Adjustment

Arnie states that last month the Board voted on Board budget by using the change in consumer pricing and was reminded at the meeting that the Board needed to adopt the new consumer price index. Presented in the Board packet is the process by which the new consumer price index is transmitted. Arnie states that he is asking the Board to approve the change of 2.9% in the consumer price index.

Motion to increase the Board stipend amount by 2.9 percent per the June 2023 increase in the annual Bay Area CPI - Barbara

Second - Alex

Motion approved

Drafts Ends Policy

Barbara states that in the Board packet there is a proposal that offers a revised Ends policy. It is five items that were also sent to upper management staff.

Barbara states that she has a proposal that rather than approving and switching out the current Ends policy immediately, to approve this as a working document as the Board moves forward in developing a strategic plan.

Discussion about that proposal occurred.

Motion to adopt the Ends as revised by the Policy Committee as presented in the Board packet - Delfina Second - Alex

Discussion occurred about the revisions with several questions about the wording.

Delfina withdraws her motion

Motion to ask the Policy Committee to continue to work on this draft of the Ends policy and to continue the discussion to October - Manny
Second - Arnie
Motion approved

**CLOSINGS: Review Tasks & Assignments
Announcements**

Barbara reflects on the notice the Board received from Stacie to be able to go on a Farm tour to learn about The Real Organic project from Full Belly Farm. She went to this event and learned a lot and encourages other Board members to take the time to go there on either a tour or their party coming up. She provided pamphlets to everyone about The Real Organic project. She states that this project takes the words 'organic' back to the original meaning of truly organic. The way for the Co-op to get involved is if our members tell the Co-op that they want products that are certified by The Real Organic project.

Arnie shares that the state budget just passed and there is money that is set aside to try to help farmers transition to organic. That may be something we want to be involved in, in terms of assisting folks that may be interested in being a part of our supply chain by transitioning to organic.

Tasks/Assignments

1. Office Hours - Executive Committee
2. Ends policy - Policy Committee
3. B3.9 / B8 - Policy Committee

ADJOURN MEETING TO CLOSED SESSION

Motion: Manny
Second: Barbara
Vote: All in Favor

Minutes of Closed Session on Personnel

Closed session opened at 7:45 pm and adjourned at 8:31 pm

Directors Present: Manny Leon, Barbara Mendenhall, Brian Pimentel, Arnold Sowell, Alexandria Jang, Prasanna Regmi, Delfina Vargas, Felicia Thomas-Hill, Jeneba Lahai
Staff Present: Brian Munn, Tyler Burch

Staff reported on their review of information received and presented a plan to address the information.

Closed session notes prepared by Barbara Mendenhall

Respectfully submitted by,
Elizabeth Ortiz
Board Administrator

SNFC Co-Op Board of Directors

2023 Election Report

Here are the results of the Sacramento Natural Food Co-Op General Election for 2023. The election took place between September 1 and September 20, 2023.

VOTER DATA

2023 Voter Participation

- Voter turnout: **1,474**
- Eligible voters: 8,870
- Percent turnout: **16.6%**
- Abstentions: 6 (0.4%)

Historic Participation

- 2022 Board Election: 1208 of 8550 ballots (14.1%)
- 2021 Bylaws Update: 1519 of 10,997 (13.8%)
- 2020 Board Election: 1532 of 10,524 (14.6%)

BALLOTS

Online Ballots

- **1,145** online ballots were counted
- 6,686 emails with voting information were sent to eligible voters with an email address on file
- 401 emails bounced back

Paper Ballots

- **329** paper ballots were counted
- 7,645 paper ballots were mailed to eligible voters with a physical address on file
- 336 paper ballots were returned and manually inputted; of those, 5 had already voted online, and 2 were invalid.

- One (1) ballot was received late (spoiled) in the store and was not counted
- 174 were returned in the mail with an invalid address.
- 112 ballots were collected from the store and mailed to Simply Voting

2023 ELECTION OUTCOMES

Voters selected 3 of 6 candidates, and the top three vote-getters were elected:

Candidate	Votes
Bernadette Brogden	1027 (24.7%)
Manny Leon	887 (21.3%)
Brian Pimental	747 (17.9%)
Dana Cash	715 (17.2%)
Elizabeth Sherrell-Davis	582 (14.0%)
Colby Drewes	207 (5.0%)

RECOMMENDATIONS

1. *Streamline the annual elections by eliminating paper ballots.*

We believe that the annual elections should be accessible and efficient. The SNFC holds elections annually. Each year, we mail election packets to members. This year the packet was significantly streamlined by removing election policies and other information available on the website, but still included a personalized paper ballot with a return envelope, which makes the election mailer expensive. The cost of mailing paper ballots is about \$10,000 per year.

Electronic voting was introduced in 2017. Since then, we've offered both paper and electronic ballots to members. In 2022, 77% of members used the online voting system to cast votes. This year, 78% of members voted online. This year, 336 voted by paper. This small number of paper ballots creates an administrative burden for the staff, who have to collect and ship ballots brought into the store and tally returned ballots.

Given the small number of paper ballots that are returned by members, the staff time that is consumed by this small number of ballots, and the availability of alternatives, the Election Committee recommends that the Board of Directors consider eliminating paper ballots. The board should consider both staff time, security, accessibility, and engagement and might offer alternatives, like an in-store voter kiosk, to encourage participation.

2. Study the structural advantage staff candidates may have in elections.

We believe that Co-Op elections should be fair and democratic. The SNFC has strict rules related to campaigning, including a prohibition on campaigning inside the store or at Co-Op functions, a prohibition on sharing voter contact information, and a designated time period for campaigning. Term limits are in place to check the power of incumbency.

In both 2020 and 2023, staff candidates not only won—they won by significant margins and were the top vote-getters. This may be because staff are strong candidates; they are undoubtedly knowledgeable about the store and cooperative values. However, this may also be due, in part, to their daily engagement with members through the course of their regular job duties, including their colleagues, who may also be voters. Name recognition and relationships with members could have a level of influence on voters that is insurmountable for non-staff candidates during the official campaign period. Holding the quality of the candidate equal, this level of access to voters may result in an unfair structural advantage for candidates who are not employees.

The Board of Directors should direct the appropriate committee to study historical election data and consider policy changes that could mitigate any unfair advantages in order to uphold trust in the board elections. The recommendations might include granting all candidates access to member contact information for campaigning purposes, easing tabling restrictions, or designating a board seat that is staff-elected.

Sep 26, 2023

Sacramento Natural Foods Co-op
2820 R Street
Sacramento, CA
95816 United States

To Whom It May Concern:

The following election results are certified by Simply Voting to have been securely processed and accurately tabulated by our independently managed service.

Respectfully yours,



Brian Lack
President
Simply Voting Inc.

Results - Sacramento Natural Food Co-op 2023 General Election

Start: 2023-09-01 13:15:00 America/Los_Angeles

End: 2023-09-20 22:00:00 America/Los_Angeles

Turnout: 1474 (16.6%) of 8870 electors voted in this ballot.

Note: 329 votes were manually input by the administrators.

Board of Directors

Option Votes

Bernadette Brogden 1027 (24.7%)

Manny Leon 887 (21.3%)

Brian Pimental 747 (17.9%)

Dana Cash 715 (17.2%)

Elizabeth Sherrell-Davis 582 (14.0%)

Corby Drewes 207 (5.0%)

VOTER SUMMARY

Total 1474

Abstain 6 (0.4%)



Cooperative Board Leadership Development

Early Bird Enrollment is Now Open!

Dear Board,

It's CBLD enrollment time and, as always, we are offering early birds a deal! Read on for details, including news of some exciting program innovations in 2024 . . .

Our award-winning Cooperative Board Leadership Development (CBLD) Program is a time-tested way to provide your board of directors with ongoing consulting support and coaching, a facilitated annual board retreat, a library of resources, and enrollment in any of our expansive list of CBLD trainings.

What Are People Saying About CBLD?

"The City Center Market Board has benefitted from the wide range of help available through the CBLD program for many years. The board orientation workshop provides a solid foundation from which to grow our new Directors and build our confidence. Our Consultant, a creative and experienced coach, has guided us through quite a few difficult and sensitive issues and always makes sure we have the tools and knowledge to succeed. We are forever grateful for the critical assistance we've received through CBLD and highly recommend the program!"

-Lynn True, Treasurer and Past President, City Center Market food co-op



We are now accepting enrollment for the 2024 program year and offer three options to meet your organization's needs and budget:

- **Regular CBLD**, which is our standard program, available for an annual fee of \$8125. *Enroll in Regular CBLD by October 27 and receive a special early bird rate of \$7725!*
- **Basic CBLD**, which is available to smaller co-ops and organizations (under \$3.5 million in sales/annual revenue), for an annual fee of \$5425.
- **CBLD Complete**, which provides maximum flexibility to support your board through either additional consulting hours or a second board retreat, for an annual fee of \$9925.

I Want to Enroll!

[Our program brochure](#) provides additional detail about all three CBLD programs.

As you'll see, CBLD enrollment includes unlimited registration in a wealth of new and returning online webinars.

New for 2024: We are rolling out CBLD Academy for online, on-demand learning! Your directors will have the option to learn on their own time through on-demand access to interactive, multimedia versions of our most popular foundations courses--available only to CBLD participants! Watch for additional details and a complete calendar of our 2024 online webinars and on-demand trainings, to be published later this fall.

If you are ready to enroll, [e-sign using this link](#) or click on the button above to review the participation agreement and choose your desired program option. Don't forget, **you'll save \$400 if you complete your enrollment for Regular CBLD by October 27!**

If you want have questions or want to discuss your enrollment options, please drop me a note at cbl_d_enrollment@columinate.coop or call at 612-275-6225.

Thank you!

Leslie Watson

CBLD Program Coordinator

This email was sent by cbl_d_enrollment@columinate.coop to board-of-directors-group@sac.coop

Not interested? [Unsubscribe](#) | [Manage Preference](#)

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Manny Leon <mleon@sac.coop>

Sat, Sep 30, 2023 at 11:33 AM

To: Lizz Ortiz <eortiz@sac.coop>

Hi Lizz,

Please add this to the board packet - for the columinate action item on the agenda.

Thanks,
-Manny

DRAFT

The Sacramento Natural Foods Cooperative

1. Is a thriving cooperative that welcomes everyone and leads the way in providing high quality, healthy foods, with an emphasis on organic, local and sustainable products.
2. Is financially successful and yields economic returns to its members and the network of local organic farmers and regional food production systems.
3. Works towards a more just society by increasing access to nutritious food and by purchasing from diverse local producers.
4. Is a superior and highly sought-out inclusive workplace with equitable opportunity for participation, empowerment and growth among all employees.
5. Engages members and encourages participation in the community-owned co-op.

SNFC Board of Directors: Board Office Hours

Store Location: Front of Store for most visibility, or typical tabling area near the garage for out of the way, in the patio or upstairs for comfort?

Time / Duration: 1 hour - Good times would be 3p-7p

Days of week: Slower traffic days are Tuesday and Thursdays

Frequency: 2 times per month

Supplies for office hours:

- Board sign-up document
- Comment cards for operational concerns
- Comment cards for board concerns
- Pen and paper provided by Lizz
- Table, table cloth

DRAFT

Logistics:

Assigned board members for the month will provide an update of member comments at subsequent board meetings.

Lizz will send out sign up documents for 2-month durations.

Would you like for us to create an operational FAQ sheet? To help provide the Board members with a reference to some typical questions that arise from time to time?

	Jan. 2023	Feb. 2023	Mar. 2023	April 2023	May 2023	June 2023
Board Education & Development	Colum. CBL 101 1/27, Board/ Manager Relations 1/17, Board Compensation 1/26	Explore Policy Gov. 2/13	Finance Training for Directors: Session 1: 3/06 Session 2: 3/13 Session 3: 3/20 Session 4: 3/27	Diversity 4/6, Financial Statement Audits 4/11, CBL 101 4/15 Register for CCMA before April 14th	GM Compensation and Evaluation 5/17	CCMA June 8-10 in Sacramento, CA
Board & Member Engagement Opportunities	Member Quarterly Article & Board Notes Due		Call for Board Candidates Run For the Board Forum March	Member Quarterly Article & Board Notes Due 03.27 Candidate Nomination forms & Election Info Online	Deadline For Nominations Com. To Submit Candidates For Board Approval May 30 Spring Fling May 13 Member Engagement Event May 25	
Required Agenda/ Packet / Executive Session items	Patronage Refund Decision Election: Policy, Info Packet & Schedule Updated	Nominations & Education Committee Plan Approvals 6 Month GM Evaluation Preferred Shares Dividends Decision				June 12: Vote on Nominations Com. Candidate Recommendations Ballot Measure Certification Deadline Final Candidates Approved for Ballot
GM Limitation Monitoring Reports	No Reports	B1 – Financial Condition & B3 –Asset Protection		B4 – Member Rights/Responsibiliti es, B5 – Consumer Treatment, B6 – Staff Treatment & Compensation	B1 – Financial Condition B3 –Asset Protection A – Global Ends	No Reports
Board Process Monitoring Reports		C3 – Agenda Planning & C4 Board Meetings	C6 – Officers’ Roles & C2 – The Boards’ Job	C – Global Governance & C1 – Governing Style	C7- Board Committee Principles & C8 – Governance Investment	D – Global Management Connection & D1 – Unity of Control
Co-op Community Happenings		Member Days February 1-28			Member Days May 1-31	

	July 2023	August 2023	Sept. 2023	Oct. 2023	Nov. 2023	Dec. 2023
Board Education & Development	Virtual CBL 101 7/15 Board Presidents' Roundtable 07/30 Board Retreat 07/28 & 07/29		Explorations in Gov. 9/12(session 1) 9/19(session 2) 9/26(session 3)	Director Orientation CBL 101 10/21	Director Orientation Nov. 4-5 Board Retreat	
Board & Member Engagement Opportunities	Member Quarterly Article Due 06.22	Member Engagement Event Aug 3rd Member Quarterly Article Update	Annual Meeting and 50th Celebration Sept. 30	Call for Committee Members	Member Quarterly Article Update Member Engagement Event Nov 8	
Required Agenda/ Packet Items/ Executive Session	Treasurer gives Bay area CPI to Finance Com. Chair	Board Budget (by August 31) ENDS Policy Review GM Annual Review & Compensation Discussion	General Election Call for Board Officer Interest	Seat New Board Members Elect Board Officers Call for Committee Chair & Member Interest	Board Committee Chair & Member Appointments	Co-op Member Committee Appointments
GM Limitation Monitoring Reports	No Reports	B1 – Financial Condition and Activities, B3 – Asset Protection	B7 –Communication to Board, B8 – Board Logistical Support & B9 – Emergency General Manager(GM) Succession	No reports	B1 – Financial Condition and Activities, B2 – Planning and Financial Budgeting & B3 –Asset Protection	B – Global Executive Constraint
Board Process Monitoring Reports	D2 – Accountability of the GM & D3 – Delegation to GM	C5 – Directors' Code of Conduct				
Co-op Community Happenings		Member Days August 1-31	Farm to Fork Festival 09/22 & 09/23		Member Days November 1-30	

Calendar Items with date to be determined: CA Center for Co-op Development Conference

Register for Columinate Training: <https://columinate.coop/events/>